COMMONWEALTH OF KENTUCKY JOHN Y. BROWN III, SECRETARY OF STATE ANNUAL REPORT

(See Reverse Side for Filing Instructions)

				(4) FILING FEE
RECORD #	U020567	DUE JUNE 30,	1097	4.00
	RPORATE NAME AND PRINCI LUUISVYLLE FUND FO AIN ST.			
FUNISAIF	Le, KY. 40202			(5) STATE OR COUNTRY OF INCORPORATION
				ку
(2) PRINCIPAL (OFFICE ADDRESS IS HEREBY CH	ANGED TO:		(6) DATE OF INCORPORATION OR AUTHORIZATION TO TRANSACT BUSINESS
				04/25/1949
(3) REGISTEREI	D AGENT AND REGISTERED OFF	ICE ADDRESS:	(7) PLEASE MAIL	A STATEMENT OF CHANGE FORM TO:
	HUMPHREY LIFE RLOG. Le, Ky. 40202	,	JUL 16	3 1997
Changes made to	the registered agent or registered office See Fling Instructions on reverse		Cylindrical	
PLEASE TYPE OR PRINT THE NAMES AND BUSINESS ADDRESSES OF THE CORPORATION'S CURRENT PRINCIPAL OFFICERS. IF SOLE OFFICER, PLEASE CHECK				
	Allan H. Cowen T. Frances G. Dula			Main Street KY 40202
VICE PRESIDEN SECRETARY	7.5			+ 1/3 1/3 2/3
TREASURER				
	PLEASE TYPE OR PRINT THE Note of the desired of the place			RATION'S DIRECTORS. irectors. Non-profit corporations must list three (3)
BOARD OF DIRECTORS				
I VERIFY THAT I	NFORMATION IN THIS ANNUAL		—	
AUTHORIZED S	GNATURE Monica	Tubnam	TITLE Control	1/e - DATE 6/27/97
	shareholders of the professional se		nt shall sign the certific	there shall be included a list of names and cate below.

I, President of said corporation, do certify that all of the shareholders, not less than one half of the directors, and all officers other than secretary and treasurer of the professional service corporation are duly qualified as provided in KRS chapter 274 and a copy of such annual report has been filled with the regulating board that licenses the shareholders described in this statement.

PRESIDENT'S SIGNATURE

Mr. Robert P. Adelberg President Robert Adelberg Companies 325 W. Main Street, Suite 1804 Louisville, KY 40202-4250

Alberta Wood Allen 4020 Glenview Avenue Glenview, KY 40025

Mr. Paul M. Baker Chairman & CEO Great Financial Bank, FSB Suite 1900, 329 W. Main Street Louisville, KY 40202

Mr. Barry Bingham, Jr. Billy Goat Strut Publishing Company 600 E. Main Street, Suite 103 Louisville, KY 40202

Mr. Morton Boyd 13415 Highway 42 Prospect, KY 40059

Mr. Nick G. Brookes Chairman & Chief Executive Officer Brown & Williamson Tobacco Corporation 200 Brown & Williamson Tower Louisville, KY 40202

Mr. David H. Brooks Chairman & CEO Stock Yards Bank & Trust Company 1040 E. Main Street Louisville, KY 40206

Mr. Owsley Brown, II Chairman & CEO Brown-Forman Corporation P.O. Box 1080 Louisville, KY 40201 Mr. Van Carlisle President & CEO Fire King International 101 Security Parkway New Albany, IN 47150

Mr. Malcolm B. Chancey, Jr. Bank One, Kentucky Suite 515 P.O. Box 32500 Louisville, KY 40232

Mr. Ronald R. Cyrus
Executive Secretary-Treasurer
Ky. State AFL/CIO
340 Democrat Drive
Frankfort, KY 40601

Mr. Stanley S. Dickson 519 Tiffany Lane Louisville, KY 40207

Mr. C. Hayden Edwards 3104 Woodside Road Glenview, KY 40025

Dr. Susan Galandiuk Associate Professor, Department of Surgery University of Louisville 550 S. Jackson Street, 2nd Floor Louisville, KY 40202

Mr. James R. Gaunt President & CEO Fifth Third Bank of KY., Inc. 401 South 4th Avenue Louisville, KY 40202

Mr. C. Edward Glasscock Managing Partner Brown, Todd & Heyburn 3200 Providian Center Louisville, KY 40202

Mr. Jonathan D. Goldberg Managing Partner Goldberg & Simpson PSC 3000 National City Tower Louisville, KY 40202

Mr. Philip M. Greenberg New Estate Farm P.O. Box 363 18701 Shelbyville Road Simpsonville, KY 40067

Mr. Robert Greer Chief Operating Officer Providian Agency Group 680 4th Avenue Louisville, KY 40202

Mrs. Marlene Grissom
Director of Special Projects
Waterfront Development Corporation
129 E. River Road
Louisville, KY 40202

Mr. Thomas N. Groh President Bacon's-McAlpins-Lion's & Roots 3600 Bardstown Road Louisville, KY 40218

Mr. R. K. Guillaume Vice Chairman & CEO Bank of Louisville 500 W. Broadway Louisville, KY 40202

Mr. Michael C. Hagan President & CEO American Commercial Lines, Inc. P.O. Box 610 Jeffersonville, IN 47130 Mrs. Martha Dunbar Hall 5605 Apache Road Louisville, KY 40207

Colonel Douglas Hamilton Chief of Police City of Louisville 623 W. Jefferson Street Louisville, KY 40202

Mr. Leonard V. Hardin Chairman of the Board National City Bank, Kentucky P.O. Box 36000 Louisville, KY 40233

Mr. James E. Hardy Chairman Brinly-Hardy Company P.O. Box 1116 Louisville, KY 40201

Mr. Ron Harsh
Directing Business Representative
Machinist District #27
2511 Preston Street
Louisville, KY 40217

Mr. William R. Hartman President Bank One, Kentucky P.O. Box 32500 Louisville, KY 40232

Mr. John H. Hawkins, Jr.
Office Managing Partner
Deloitte & Touche
220 W. Main Street, Suite 2100
Louisville, KW. 1998 way

Mrs. Patti Hearn Deputy Superintendent Jefferson County Public Schools P.O. Box 34020 Louisville, KY 40232-4020

Mr. J. Daniel Holland 214 Mockingbird Gardens Drive Louisville, KY 40207

Mr. S. Terry Irvin Executive Vice President PNC Bank, Kentucky, Inc. P.O. Box 33000 Louisville, KY 40296

Mr. Dan Ison Regional Director, Government & Community Relations Philip Morris Management Corporation P.O. Box 1498 Louisville, KY 40201

Mr. David K. Karem
President/Executive Director
Louisville Waterfront Development Corporation
129 E. River Road
Louisville, KY 40202

Mr. George N. King, Sr.
President
Mr. Klean's Janitor & Maintenance Service
1631 W. Hill
Louisville, KY 40210

Mr. Bertram W. Klein Chairman of the Board Bank of Louisville 500 W. Broadway Louisville, KY 40202 Mr. David Klein Executive Vice President Bank of Louisville 500 W. Broadway Louisville, KY 40202

Ms. Nancy Lampton
Chairman & CEO
American Life & Accident Insurance Company of
KY
3 Riverfront Plaza
Louisville, KY 40202

Mr. Philip M. Lanier 5901 Cabin Way Louisville, KY 40222

Mr. W. Bruce Lunsford Chairman, President & CEO Vencor, Inc. 3300 Providian Center Louisville, KY 40202

Mr. Edward E. Manassah President & Publisher The Courier-Journal 525 W. Broadway Louisville, KY 40202

Mr. Thomas H. Meeker President & CEO Churchill Downs, Inc. 700 Central Avenue Louisville, KY 40208

Mr. A. Stevens Miles 1227 Navajo Court Louisville, KY 40207

Mr. W. Barrett Nichols President Mesa Food Products 3701 W. Magnolia Avenue Louisville, KY 40211

Mr. Orson Oliver President Bank of Louisville P.O. Box 1101 Louisville, KY 40201

Mr. Don E. Parkinson Sr. Vice President Franchising KFC Corporation P.O. Box 32070 Louisville, KY 40232

Mr. Charles Potcet
President / Business Manager
IBEW Local 2100
10400 Dixie Highway
Louisville, KY 40272

Major General Dillman A. Rash 545 Barberry Lane Louisville, KY 40206

Mr. Benjamin K. Richmond President & CEO Louisville Urban League 1535 W. Broadway Louisville, KY 40203

Mr. Eddy C. Roberts, Jr.
State President - KY
BellSouth
Room 408, 601 W. Chestnut Street
Louisville, KY 40203

Mr. David E. Rogers
Office Managing Partner
Ernst & Young
Suite 2100, 400 W. Market Street
Louisville, KY 40202

Mr. Theodore S. Rosky 2304 Speed Avenue Louisville, KY 40205 Mr. Robert W. Rounsavall, III Chairman & CEO Dixie Warehouse & Cartage Company P.O. Box 36158 Louisville, KY 40233

Mr. David E. Sams, Jr.
President & COO
Mass Mutual Life Insurance Company
1295 State Street
Springfield, MA 01111

Mrs. Mary Norton Shands President & Founder Fox Hollow, Inc. 8909 Highway 329 Crestwood, KY 40014

Mr. W. Kennedy Simpson Stites & Harbison 1800 Providian Center 400 West Market Street Louisville, KY 40202-3352

Mr. Tommy J. Smith President & CEO Baptist Healthcare System, Inc. 4007 Kresge Way Louisville, KY 40207

Mr. Wayne T. Smith President Community Health Systems 950 Breckinridge Lane, Suite 15 Louisville, KY 40207

Mr. Victor A. Staffieri President Louisville Gas & Electric Company 220 W. Main Street Louisville, KY 40202

Mr. James C. Stone, III Executive Vice President Hilliard Lyons P.O. Box 32760 Louisville, KY 40232

Mr. Carl M. Thomas
President & CEO
Commonwealth Bank & Trust Company
12906 Shelbyville Road
Louisville, KY 40253

Mr. James Thompson 854 Starks Building 455 So. 4th Avenue Louisville, KY 40202

Mr. Bernard Trager Chairman & CEO Republic Bank & Trust Company 601 W. Market Street Louisville, KY 40202

Mrs. Norman C. Updegraff 2564 Cherosen Road Louisville, KY 40205

Mr. Henry C. Wagner
President
Jewish Hospital HealthCare Services
217 E. Chestnut Street
Louisville, KY 40202

Mr. George Walker Chief Operating Officer Anthem Blue Cross/Blue Shield of KY 9901 Linn Station Road Louisville, KY 40223

Mr. Martin S. Weinberg Attorney Greenebaum, Doll & McDonald 3300 First National Tower Louisville, KY 40202 Mr. Charles L. Weisberg President Charmar Gallery of Antiques 2005 Frankfort Avenue Louisville, KY 40206

Mr. James S. Welch Ogden, Newell & Welch One Riverfront Plaza, Suite 1200 Louisville, KY 40202

Mr. Charles B. White Air Operations Manager United Parcel Service 1400 N. Hurstbourne Parkway Louisville, KY 40223

Mrs. Joan Whittenberg 425 Twinbrook Road Louisville, KY 40207

Mr. David G. Wilkins
President & CEO
Doe-Anderson Advertising & Public Relations
620 W. Main Street
Louisville, KY 40202

Mr. Stephen A. Williams President & CEO Alliant Health System P.O. Box 35070 Louisville, KY 40232

Ms. Nancy L. Black
Executive Assistant to the Co. Judge/Executive
Jefferson County Courthouse
527 West Jefferson Street
Louisville, KY 40202

Mrs. Maura Temes
Executive Assistant to the Mayor
Mayor's Office, City Hall
601 W. Jefferson Street
Louisville, KY 40202